

# **Exhibit 8**


**From:** Steven Miltenberger [steven.a.miltenberger@gmail.com]  
**Sent:** 7/8/2019 8:13:44 PM  
**To:** Tom Robbins [tr@thomasrobbinslaw.com]; Steven Tilley [steventilley71@gmail.com]; Scott Dieckhaus [scott@palmstrategic.com]; Gregg Keller [gregg@atlasstrategygroup.com]  
**Subject:** Fwd: Torch Electronics, LLC

Wanted to let you know that a location we provide games to in St. James has a guy from the VFW constantly harassing them about the games and also reports her to the cops for selling to minors. Apparently, he has an issue with any competition for beer/liquor business and the games. He wants his VFW Post to be the only one. He was able to get the Missouri Gaming Commission to give him an opinion on games, but not on our games. They are completely different.

Anyway, I had our attorney reach out to Phelps County and here is their response.

Just wanted to share.

Please keep this confidential.

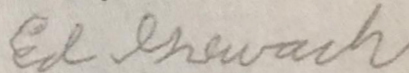
July 3, 2019	
 <b>MICHAEL L. PARSON</b> GOVERNOR  <b>COMMISSIONERS</b>  <b>BRIAN JAMISON</b> CHAIRMAN  <b>THOMAS NEER</b> VICE-CHAIRMAN  <b>CHARLIE F. LOMBARDO</b>  <b>ANIEL P. FINNEY III</b>  <b>ANDON BOULWARE</b>  <b>VID M. GROTHAUS</b> EXECUTIVE DIRECTOR  <b>CENTRAL OFFICE</b> 417 KNIPP DRIVE ST. LOUIS, MO 63102  <b>RIVERBOAT</b> (573) 526-4080 FAX (573) 526-1999 FAX (573) 526-4084  <b>BINGO</b> (573) 526-5370 FREE (866) 801-8643 X (573) 526-5374  <b>TASY SPORTS</b> CONTESTS (573) 526-4080 (573) 526-5374  <b>LOUIS OFFICE</b> PAGE AVENUE SUITE 107 ST. LOUIS, MO 63132 (417) 877-4370 (314) 877-4384  <b>S. CITY OFFICE</b> KINGSTON STREET SUITE 100 ST. LOUIS, MO 64116	<p>St. James VFW Post 5608 Nathan Howard 18775 State Rt. KK St. James, MO 65559</p> <p>Re: Electronic devices</p> <p>Dear Mr. Howard,</p> <p>This letter is in response to your July 1, 2019 inquiry in which you indicated your Post's interest in acquiring certain electronic devices, and in which you requested Missouri Gaming Commission's (MGC) opinion of the legality of the devices.</p> <p>In response to that request, representatives from the MGC Electronic Gaming Device department met with a representative of your vendor on July 2, 2019, and examined the devices in question, which are manufactured by Banilla Games, Inc. and distributed by Legacy Coin-Operated Distributors, Inc.</p> <p>Upon examination and analysis of those devices, the MGC determined that the machines are used or USABLE in the playing phases of gambling activities and therefore constitute "gambling devices" and "slot machines" as defined in sections 572.010(5) and (11), RSMo. Therefore, setting up and operating these devices at your VFW Post would be illegal, in violation of sections 572.030, 572.040 and 572.070, RSMo.</p> <p>In our opinion, the fact that the player can choose to reveal a prize prior to the first game play, and the nominal existence of some element of skill in the game, does not remove the devices from the prohibitions cited above. Our conclusion is consistent with opinions in other states; most notably the Supreme Court of Iowa in <i>Banilla Games, Inc. v. Iowa Department of Inspections and Appeals</i>, 919 N.W.2d 6 (Iowa 2018), which dealt with games similar to this one, manufactured and distributed by Banilla Games, Inc., and the Wyoming Attorney General's Formal Opinion 2018-002, in which the Attorney General found that similar machines manufactured by Bonilla containing the "Prize Viewer" functions were illegal gambling devices under Wyoming law, whose statutes are very similar to the language in Missouri's chapter 572, RSMo. Similar findings were also made by the Florida Court of Appeals in <i>Gator Coin II, Inc. v. Florida Dept. of Business and Professional Regulation</i>, 254 So.3d 1113 (Fla. Dist. Ct. App. 2017) and the Ohio Casino Control Commission in an opinion issued recently relating to pre-reveal games.</p>

If these particular devices or any other devices substantially similar to them are found on your organization's premises, the device will be deemed illegal, and the Missouri Gaming Commission will take action to discipline your organization's bingo license pursuant to sections 313.040 and 313.070, RSMo, and 11 CSR 45-30.270.

The Missouri Gaming Commission maintains a zero tolerance for illegal gambling and will take immediate action to revoke the bingo license of any organization that engages in any form of criminal activity. Maintaining the public's trust in the integrity of bingo and pull-tab games benefits all bingo organizations, and it is the responsibility of every bingo organization to protect that trust.

If you have any questions, feel free to contact me.

Sincerely,



Ed Grewach  
General Counsel  
Missouri Gaming Commission  
(573) 526-1927  
[Ed.grewach@mgc.dps.mo.gov](mailto:Ed.grewach@mgc.dps.mo.gov)

Thanks,  
Steven Miltenberger  
573-230-2245

Begin forwarded message:

**From:** Tim Sigmund <[tsigmund@msblawfirm.com](mailto:tsigmund@msblawfirm.com)>  
**Date:** July 5, 2019 at 10:08:00 AM CDT  
**To:** Steven Miltenberger <[steven.a.miltenberger@gmail.com](mailto:steven.a.miltenberger@gmail.com)>  
**Subject:** FW: Torch Electronics, LLC

See response below. Guess that ends that issue.

*Timothy T. Sigmund*

Sigmund Browning, LLC  
305 E. McCarty Street, Suite 300  
Jefferson City, MO 65101  
Telephone: (573)635-7699  
Facsimile: (573)635-7425

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**From:** Brendon Fox <[Brendon.Fox@prosecutors.mo.gov](mailto:Brendon.Fox@prosecutors.mo.gov)>  
**Sent:** Friday, July 5, 2019 10:06 AM  
**To:** Tim Sigmund <[tsigmund@msblawfirm.com](mailto:tsigmund@msblawfirm.com)>  
**Subject:** Re: Torch Electronics, LLC

I have had several people come in and complain to me about the machines. I explain the situation that the machines, in my opinion, are not of chance and therefore do not run afoul of Missouri law. They usually say something to me about the Missouri Gaming Commission's position and I invite them to have the MGC file a suit. Then they tell me the MGC can't and I respond with something along the line of "then I don't really care about the MGC's opinion."

My opinion on the matter has not changed since we met and it won't until the legislature amends the law to include your machines.

Have a nice weekend.

Brendon Fox

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**From:** Tim Sigmund <[tsigmund@msblawfirm.com](mailto:tsigmund@msblawfirm.com)>  
**Sent:** Friday, July 5, 2019 9:58:31 AM  
**To:** Brendon Fox  
**Subject:** RE: Torch Electronics, LLC

Mr. Fox:

I was advised over the holiday that a representative of the St. James VFW confronted the owner of a site at which Torch Electronics has placed a couple of its No Chance Games machines. More specifically, he entered Johnnie's Bar in St. James and delivered a letter purporting to be from the Missouri Gaming Commission concluding that certain games are illegal gaming devices in their opinion. I am emailing you because the individual also indicated that he was meeting with you today.

While both my client and I will be happy to discuss these games with you again at any time, I wanted to note that the letter that the owner provided does not refer to the machines placed by Torch. The manufacturer cited makes many different games for different uses and in different States. The Missouri Gaming Commission has never evaluated the Torch machines and/or the software relating to the same. While Torch is confident that the machines and software do not violate Missouri law, we do not believe that the Missouri Gaming Commission has the authority to evaluate them under the statutes and regulations relating to the Commission. Based on the letter we saw, the Commission is citing opinions from other States regarding the legality of the games referenced in the letter (again, not Torch machines and software). I did some quick research yesterday regarding those opinions and noted that the applicable law in each

instance was not necessarily the same as in Missouri and that a critical component of the Torch machines did not appear to apply to the devices evaluated in those opinions. More specifically, the Torch machines do not have an element of 'chance' because they do not utilize a random number generator. All game outcomes and prizes are pre-determined and can be viewed by the user.

Our office is closed for the holiday today, but I am reachable on my cell at (573)619-4059 if you would like to discuss this matter in more detail or if you have questions after your meeting.

I thank you again for allowing us to meet with you last year regarding these machines and appreciate your time in reviewing the current situation.

Sincerely,

*Timothy T. Sigmund*

**Sigmund Browning, LLC**  
305 E. McCarty Street, Suite 300  
Jefferson City, MO 65101  
Telephone: (573)635-7699  
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**From:** Brendon Fox <[Brendon.Fox@prosecutors.mo.gov](mailto:Brendon.Fox@prosecutors.mo.gov)>

**Sent:** Friday, September 14, 2018 4:12 PM

**To:** [sfagan@rollacity.org](mailto:sfagan@rollacity.org); Rick Lisenbe <[rick.lisenbe@phelpscountysheriff.org](mailto:rick.lisenbe@phelpscountysheriff.org)>; [rjones@sjpd.com](mailto:rjones@sjpd.com); [robertsdp@mst.edu](mailto:robertsdp@mst.edu); [james.remillard@mshp.dps.mo.gov](mailto:james.remillard@mshp.dps.mo.gov)

**Cc:** [hharper@rollacity.org](mailto:hharper@rollacity.org)

**Subject:** Torch Electronics, LLC

Gentlemen,

It was brought to my attention that Torch Electronics, LLC (hereinafter "Torch") has recently installed several game machines at gas stations, restaurants, and bars throughout the county. I know some of you may have concerns that the machines are illegal gambling machines, however I have researched the issue and am of the opinion that they are in fact legal. I have advised Torch that I would not be prosecuting them for any of their gaming systems located in Phelps County.

If any of you have questions, please don't hesitate to ask. If you would like a more detailed explanation, I am happy to give it. If you get calls or complaints regarding the games, please let the callers know that the issue has been evaluated by the prosecuting attorney and he does not believe they are illegal.

Very sincerely,

Brendon Fox  
Prosecuting Attorney  
Phelps County, Missouri  
200 N. Main, Suite G-69  
Rolla, Mo 65401  
(T) – 573/458.6170  
(F) – 573/458.6179

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